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October 27, 2009

CONNECTICUT OFFICE OF  
HEALTH CARE ACCESS

Honorable Cristine A. Vogel  
Commissioner  
Office of Health Care Access  
410 Capitol Avenue, MS#13HCA  
P.O. Box 340308  
Hartford, CT 06134-0308

Re: L&M Physician Association, Inc.

Dear Commissioner Vogel:

Pursuant to Section 2(b) of Public Act 09-212, "An Act Concerning Medical Foundations and Medical Group Clinic Corporations", please find enclosed for informational purposes the certificate of incorporation of L&M Physician Association, Inc., a wholly-owned subsidiary of Lawrence & Memorial Corporation.

If you require any additional information, please contact me at (860) 442-0711 ext. 2073.  
Thank you.

Sincerely,

Crista Durand  
Vice President  
Strategic Planning, Marketing & New Business Development

# CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

**MAILING ADDRESS:**  
Commercial Recording Division  
Connecticut Secretary of the State  
P.O. Box 150470  
Hartford, CT 06115-0470  
860-509-6003

Office of the Secretary of the State

**DELIVERY ADDRESS:**  
Commercial Recording Division  
Connecticut Secretary of the State  
30 Trinity Street  
Hartford, CT 06106  
860-509-6003

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SECRETARY OF THE STATE

CONNECTICUT SECRETARY OF THE STATE

Please contact the Department of Revenue Services or your tax agent

**1. NAME OF CORPORATION:**

L&M Physician Association, Inc.

The corporation is nonprofit and shall not have or issue shares of stock or make distributions.

**2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:**

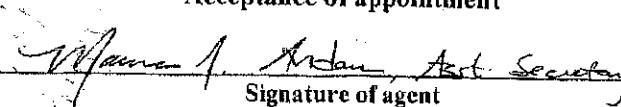
- ☐ A. The corporation shall not have members.
- ☐ B. The corporation shall only have members, which are not entitled to vote.
- ☒ C. The corporation shall have one class of members.
- ☐ D. The corporation shall have multiple classes of members which classes are designated as follows:

Please note: the manner of election and appointment of members along with their qualifications and rights may be set forth in this certificate or in the corporation's bylaws. Please see C.G.S. § 33-1055 & -1056.

**3. APPOINTMENT OF REGISTERED AGENT: (Please select only one A. or B.)**

<b>Name of agent:</b>  <b>A. Individual's Name:</b>	<b>Business address:</b>  <b>Residence address: (P.O. box is unacceptable)</b>
<b>B. Business Entity:</b>  Lawrence & Memorial Corporation	<b>Address: (P.O. box is unacceptable)</b> ATTN: Vice President/General Counsel 365 Montauk Avenue, New London, CT 06320

**Acceptance of appointment**

  
Signature of agent

Space For

**4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:**

See attached "Continuation Page"

(Please reference an 8 1/2 X 11 attachment if additional space is required)

**5. OTHER INFORMATION:**

See attached "Continuation Page".

**6. EXECUTION:**

Dated this 9<sup>th</sup> day of October, 2009.

**Certificate must be signed by each incorporator.**

PRINT OR TYPE NAME OF INCORPORATOR(S)	SIGNATURE(S)	COMPLETE ADDRESS(ES)
Maureen J. Anderson	<i>Maureen J. Anderson</i>	365 Montauk Avenue, New London, CT 06320

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**Article 4**

The Corporation is formed and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). More specifically, for the charitable purpose of benefiting, supporting and furthering the charitable activities of Lawrence & Memorial Hospital (the "Hospital") by engaging physicians to provide physician services to the Hospital; organizations affiliated with the Hospital (collectively, the "Supported Organizations") provided that the Supported Organizations are qualified under Code Section 501(c)(3) and are not private foundations under Code Section 509(a)(1) or (2); and the communities they serve, through the operation of a medical foundation as provided under Connecticut Public Act 09-212 (the "Act") for the purpose of practicing medicine and providing health care services as a medical foundation through employees or agents of such medical foundation who are licensed pursuant to Section 20-9 of the Connecticut General Statutes and through other providers.

The Corporation shall have authority to engage in any lawful act or activity for which a corporation may be organized under the Act and the Connecticut Revised Nonstock Corporation Act, as may be amended.

**Article 5**

Additional provisions for the conduct and regulation of the business and affairs of the corporation:

5.1 The business, property and affairs of the Corporation shall be directed and managed by the Board of Directors in accordance with the By-laws.

5.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

5.3 No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Code. The Corporation shall not participate or intervene (including by publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

5.4 Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for charitable and educational purposes, as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

5.5 Upon any dissolution or termination of existence of the Corporation, all of its property and assets shall, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over (subject to any restrictions imposed by all applicable will, deed, grant conveyance, agreement, memorandum, writing or other governing document) to the Hospital, so long as it is at that time an organization that qualifies as an exempt organization under Section 501(c)(3) of the Code, or, if at the time of dissolution or termination of existence of the Corporation, the Hospital is not in existence or does not qualify as an exempt organization under Section 501(c)(3) of the Code, to one or more of the Supported Organizations or such other organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code, in such proportions and for such exclusively charitable, scientific or educational purposes as the Board of Directors may determine. In no event shall any of the assets or property be distributed to any director or officer, or any private individual.

5.6 All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the Connecticut General Statutes or any Chapter thereof shall be deemed to refer to such General Statutes or Chapter as now in force or hereafter amended; and (iii) to particular Sections of the Internal Revenue Code or such General Statutes shall be deemed to refer to similar or successor provisions hereafter adopted.

5.7 In addition to, and not in derogation of, any other rights conferred by law, a director of the Corporation shall not be personally liable for monetary damages for breach of duty as a director of the Corporation in an amount greater than the compensation received by the director for serving the Corporation during the year of the violation if the breach did not (a) involve any knowing or culpable violation of law by the director; (b) enable the director, or an associate of the director as defined in Section 33-840 of the Connecticut General Statutes, as amended, to receive an improper personal gain; (c) show a lack of good faith or a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation; or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation.

5.8 Indemnification.

(a) The Corporation shall provide indemnification to any person made a party to a civil, criminal, administrative or investigative proceeding because he or she is or was a director or officer of the Corporation against liability and reasonable expenses incurred in the proceeding; provided, however, that the Corporation may not indemnify a director or officer of the Corporation unless a determination has been made, on a case-by-case basis, that such indemnification is permissible under the circumstances, because the director or officer, as the case may be, has met the applicable standard of conduct set forth

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in Section 33-1117(a) of the Connecticut General Statutes, as such subsection may be amended from time to time. Such determination shall not be made by the court or other tribunal conducting the proceeding, or by any other court of competent jurisdiction, but shall instead be made in accordance with Section 33-1121 of the Connecticut General Statutes, as such section may be amended from time to time.

(b) The Corporation may not indemnify a director or officer of the Corporation in connection with a proceeding by or in the right of the Corporation, in which the director or officer, as the case may be, was adjudged liable to the Corporation, or in connection with any other proceeding charging improper benefit to him or her, whether or not involving official capacity, in which he or she was adjudged liable on the basis that personal benefit was received.

(c) Employees or agents of the Corporation who are not directors or officers of the Corporation may be indemnified against liability and reasonable expenses in the same manner as set forth in subsections (a) and (b) above, except that the determination required by subsection (a) may in addition be made by general counsel of the Corporation, or such additional officer or officers as the Board of Directors may specify. In the case of employees or agents of the Corporation who are not directors or officers, however, the extent of indemnification may be less than the indemnification of directors or officers, even if the standard in subsection (a) is met, depending upon the extent to which the directors, committee, legal counsel or officer making the determination conclude that the person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances.